

ID LOGISTICS GROUP

A French corporation (*société anonyme*) with capital stock of €2,823,463.50
Head office: 55, chemin des Engranauds – 13660 Orgon – France
439 418 922 RCS TARASCON

DRFAT RESOLUTIONS FOR THE MAY 26, 2020 ORDINARY AND EXTRAORDINARY MEETING

*This document is a non-certified translation into English of the document
"Texte des Résolutions" issued in French*

Ordinary business:

- Approval of the parent company financial statements for the year ended December 31, 2019 - Approval of expenses not deductible for tax purposes,
- Approval of the consolidated financial statements for the year ended December 31, 2019,
- Appropriation of earnings for the year,
- Statutory auditors' special report on regulated agreements and commitments – Report of the absence of a new agreement,
- Reappointment of Grant Thornton as regular statutory auditor,
- Reappointment of Mr. Michel Clair as director,
- Approval of the compensation policy for corporate officers in accordance with article L.225-37-2 II of the French Commercial Code
- Approval of all compensation paid or allocated to corporate officers for the financial year ended December 31, 2019 in accordance with article L.225-100 II of the French Commercial Code,
- Approval of the remuneration paid or awarded to Mr. Eric Hémar, Chairman and CEO, in respect of fiscal 2019,
- Approval of remuneration paid or awarded to Mr. Christophe Satin, Deputy CEO, in respect of fiscal 2019,
- Authorization to be granted to the Board of Directors for the Company to buy back its own shares in accordance with the conditions specified under Article L. 225-209 of the French Commercial Code, including the duration of the authorization, objectives, procedures and cap.

Extraordinary business:

- Authorization to be granted to the Board of Directors for the Company to cancel treasury shares purchased by the Company in accordance with the conditions specified under Article L. 225-209 of the French Commercial Code, including the term of the authorization, objectives, procedures and cap,
- Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities (of the Company or a Group company) without preferential subscription rights via a public offering, excluding the offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code, and/or as consideration for securities in conjunction with a public exchange offer, term of the authorization, maximum par value of the capital increase, issue price and

power to limit the offering to the amount of subscriptions or to distribute unsubscribed securities,

- Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities (of the Company or a Group company) without preferential subscription rights, via an offer as referred to in Article L. 411-2 1° of the French Monetary and Financial Code, term of the authorization, maximum par value of the capital increase, issue price, power to limit the offering to the amount of subscriptions or to distribute unsubscribed securities,
- Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities (of the Company or a Group company) without preferential subscription rights, to a specific category of beneficiaries, term of the authorization, maximum par value of the capital increase, issue price, power to limit the offering to the amount of subscriptions or to distribute unsubscribed securities,
- With regard to issues without preferential subscription rights, authorization to set the issue price, subject to a cap of 10% of capital stock per year, under terms and conditions approved in this general meeting,
- Authorization to increase the total value of issues in the event of surplus demand,
- Authorization to be granted to the Board of Directors to increase capital stock by issuing shares of common stock and/or securities giving access to the capital without preferential subscription rights to members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code, term of the authorization, maximum par value of the capital increase, issue price and power to grant bonus shares pursuant to Article L. 3332-21 of the French Labor Code,
- Authorization to be granted to the Board of Directors with a view to issuing equity warrants (“BSA”), warrants to subscribe for and/or purchase new and/or existing shares (“BSAANE”) and/or redeemable warrants to subscribe for and/or purchase new and/or existing shares (“BSAAR”) without preferential subscription rights to a specific category of persons, maximum par value of the capital increase, term of the authorization and exercise price,
- Authorization to be granted to the Board of Directors to bring the Company bylaws into compliance with statutory and regulatory provisions,
- Amendments to the bylaws to bring them into compliance with the French PACTE law no. 2019-486 of May 22, 2019,
- Amendment to Article 25 of the bylaws “Quorum - Voting - Number of votes” to bring it into compliance with the French Soilihi law no. 2019-744 of July 19, 2019 in order to count only the votes cast at the ordinary and extraordinary general meeting,
- Amendment to Article 15 of the bylaws “Structure, meetings and voting of the Board of Directors” to bring it into compliance with the Soilihi law in order to enable the Board of Directors to adopt certain decisions by written consultation,
- Powers for formalities.

Ordinary business:

First Resolution - Approval of the parent company financial statements for the year ended December 31, 2019 - Approval of expenses not deductible for tax purposes

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the statutory auditors for the year ended December 31, 2019, hereby approve the parent company financial statements for the year ended December 31, 2019 as presented, which show net income of €682,640.

The shareholders at the general meeting specifically approve expenses referred to in Article 39 (4) of the French General Tax Code, amounting to €31,599, as well as the tax thereon.

Second Resolution - Approval of the consolidated financial statements for the year ended December 31, 2019

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the statutory auditors on the consolidated financial statements for the year ended December 31, 2019, hereby approve the said financial statements as submitted to them, which show net income Group share of €14,823,832.

Third Resolution - Appropriation of earnings for the year

On the recommendation of the Board of Directors, the shareholders at the general meeting hereby resolve to appropriate earnings for the year ended December 31, 2019 as follows:

Source

- Net income for the year	€682,640
- Retained earnings b/fwd	€1,971,786

Appropriation

- Statutory reserve	€34,132
- Retained earnings c/fwd	€2,620,294

Pursuant to the provisions of Article 243 *bis* of the French General Tax Code, the shareholders at the general meeting hereby note that they have been reminded that no dividend distributions or other earnings distributions have been made during the past three fiscal years.

Fourth Resolution - Statutory auditors' special report on regulated agreements and commitments including confirmation of no new agreements

The shareholders at the general meeting, having reviewed the statutory auditors' special report stating there are no new agreements as specified under Articles L. 225-38 et seq. of the French Commercial Code, merely take note thereof.

Fifth Resolution - Reappointment of Grant Thornton as regular statutory auditor

On the recommendation of the Board of Directors, the shareholders at the general meeting hereby reappoint Grant Thornton, whose appointment expires following this meeting, as regular statutory auditor for a six-year term until the end of the annual ordinary general meeting held in 2026 to approve the 2025 financial statements.

Grant Thornton hereby declares its acceptance of its appointment.

Sixth Resolution - Reappointment of Mr. Michel Clair as director

The shareholders at the general meeting hereby resolve to reappoint Mr. Michel Clair as director for a three-year term expiring at the close of the general meeting held in 2023 to approve the financial statements for the year ended December 31, 2019.

Seventh Resolution - Approval of corporate officer remuneration policy pursuant to Article L. 225-37-2 2° of the French Commercial Code

The shareholders at the general meeting, having reviewed the Board of Directors' corporate governance report, hereby approve, pursuant to Articles L. 225-37-2 2° and R. 225-29-1 of the French Commercial Code, the corporate officer remuneration policy as set out in said report and referred to in section 3.1.5 of the Company's 2019 Universal Registration Document.

Eighth Resolution - Approval of all remuneration paid or awarded to corporate officers in respect of fiscal 2019 pursuant to Article L. 225-100 2° of the French Commercial Code

The shareholders at the general meeting, having reviewed the Board of Directors' report on corporate governance, hereby approve, pursuant to Article L. 225-100 2° of the French Commercial Code, the information set out at Article L.225-37-3 I of the French Commercial Code regarding the remuneration paid or awarded to corporate officers in respect of fiscal 2019, as set out in section 3.1.5 of the 2019 Universal Registration Document.

Ninth Resolution - Approval of remuneration paid or awarded to Mr. Eric Hémar, Chairman and Chief Executive Officer, in respect of fiscal 2019

The shareholders at the general meeting, having reviewed the Board of Directors' report on corporate governance, hereby approve, pursuant to Article L. 225-100 3° of the French Commercial Code, the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kinds paid or awarded to Mr. Eric Hémar in his capacity as Chairman and Chief Executive Officer in respect of fiscal 2019, as set out in section 3.1.5 of the 2019 Universal Registration Document.

Tenth Resolution - Approval of remuneration paid or awarded to Mr. Christophe Satin, Deputy CEO, in respect of fiscal 2019

The shareholders at the general meeting, having reviewed the Board of Directors' report on corporate governance, hereby approve, pursuant to Article L. 225-100 3° of the French Commercial Code, the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kinds paid or awarded to Mr. Christophe Satin in his capacity as Deputy CEO in respect of fiscal 2019, as set out in section 3.1.5 of the 2019 Universal Registration Document.

Eleventh Resolution - Authorization to be granted to the Board of Directors to buy back Company shares in accordance with the provisions of Article L. 225-209 of the French Commercial Code

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby authorize the Board, for a term of eighteen months, pursuant to Articles L. 225-209 et seq. of the French Commercial Code, to buy back, on one or more occasions and at such times as it shall decide, Company shares subject to a cap of 10% of the number of shares comprising the capital stock, adjusted where applicable to take into account any capital increases or reductions carried out during the term of the share buyback plan.

This authorization shall cancel the authorization granted to the Board of Directors under the thirteenth ordinary resolution of the May 23, 2019 general meeting.

Company shares may be repurchased for all purposes permitted by law, including without limitation:

- to stimulate trading on the secondary market or to enhance the liquidity of the ID Logistics Group share pursuant to a liquidity contract with an investment service provider, in compliance with practices admitted by applicable regulations;
- to hold the purchased shares for subsequent reissue as consideration or in exchange with regard to potential acquisitions, provided that the shares purchased for this purpose do not exceed 5% of the Company's capital stock;
- to ensure coverage of stock option and/or bonus share plans (or similar plans) in favor of Group employees and/or corporate officers, as well as all share allocations under Company or Group savings plans (or similar plans) and profit-sharing schemes and/or all other forms of share allocation to Group employees and/or corporate officers;
- to ensure coverage of securities giving entitlement to the allocation of Company shares pursuant to applicable regulations;
- to implement any market practice that may be admitted by the French financial markets authority (AMF), and more generally to complete any other transaction in accordance with the regulations in force;
- to cancel the purchased shares if applicable, subject to the authorization granted under the twelfth extraordinary resolution of this general meeting of shareholders.

These share buybacks may be carried out by any means, including block trades, and at such times as the Board of Directors shall see fit.

The Company reserves the right to use options or derivatives, in compliance with applicable regulations.

The maximum purchase price is set at €250 per share. In the event of equity transactions, including stock splits, reverse stock splits and bonus share allocations, the aforementioned amount will be revised accordingly through the application of a multiplier equal to the ratio between the number of shares comprising the capital stock before the transaction and the number of shares comprising the capital stock after the transaction.

The maximum value of the transaction is thus set at €141,132,500.

The shareholders at the general meeting hereby grant full powers to the Board of Directors, with the option to further delegate, to perform these transactions, define the terms and conditions thereof, sign any agreements and complete all formalities.

Extraordinary business:

Twelfth Resolution - Authorization to be granted to the Board of Directors to cancel treasury shares purchased by the Company under Article L. 225-209 of the French Commercial Code

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the statutory auditors:

- a) Hereby authorize the Board of Directors to cancel, at its sole discretion, on one or more occasions, subject to a cap equal to 10% of the capital stock as determined on the day of the decision to cancel, after deduction of any shares canceled during the

preceding 24 months, shares that the Company holds or may acquire as a result of purchases carried out pursuant to Article L. 225-209 of the French Commercial Code, and to reduce the capital stock accordingly, pursuant to applicable statutory and regulatory provisions,

- b) hereby set the term of this authorization at twenty-four months from the date of this general meeting; and
- c) hereby grant full powers to the Board of Directors, with the option to further delegate, to perform any operations required in connection with such share cancellations and corresponding capital reductions, amend the bylaws accordingly and complete all required formalities.

Thirteenth Resolution - Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities without preferential subscription rights via a public offering, excluding the offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code, and/or as consideration for securities in conjunction with a public exchange offer

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129-2, L. 225-129-4, L. 225-136, L. 225-148 and L. 228-92:

- a) hereby delegate to the Board of Directors their power to issue, on one or more occasions, in such proportions and at such times as it shall see fit, both in France and abroad, via a public offering, excluding the offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code, in euros or foreign currency or in any other unit established by reference to a basket of currencies:
 - shares of common stock, and/or
 - equity securities giving access to other equity securities or giving entitlement to debt securities, and/or
 - securities giving access to future equity securities.

These securities may be issued in consideration for securities transferred to the Company in conjunction with a public exchange offer of securities that meets the conditions laid down by Article L. 225-148 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, future securities may entitle holders to equity securities to be issued by the Company and/or by any company which directly or indirectly owns more than half of the Company's capital stock or in which the Company directly or indirectly owns more than half of the capital stock;

- b) hereby set the term of this authorization at twenty-six months from the date of this general meeting;
- c) The total par value of the shares of common stock to be issued under this authorization shall not exceed €1,400,000.

The par value of any shares of common stock issued in the future to safeguard the rights of holders of securities giving access to the Company's capital stock shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments.

This cap is independent of all other caps under other resolutions of this general meeting;

The par value of the debt securities which may be issued pursuant to this authorization may not exceed €50 million.

This cap is independent of all other caps under other resolutions of this general meeting;

- d) hereby resolve to remove the shareholders' preferential subscription right to the shares of common stock and securities referred to in this resolution, and hereby delegate to the Board of Directors the power to establish a statutory and/or additional shareholder priority subscription right, if required, pursuant to the conditions set out in Article L. 225-135 of the French Commercial Code, for all or part of a share issue;
- e) hereby resolve that the sum payable to the Company for all shares of common stock issued under this authorization, after taking into account the issue price of any standalone equity warrants issued, will be no less than the applicable statutory and regulatory minimum as of the date when the Board of Directors implements the authorization;
- f) hereby resolve, should securities be issued in consideration for securities received under a public exchange offer, that the Board of Directors may, as stipulated in Article L. 225-148 of the French Commercial Code and within the limits set out above, determine the list of securities transferred as consideration, set the terms and conditions of issue, the exchange ratio and any additional cash payment, and determine the terms of issue;
- g) hereby resolve that if the subscriptions do not account for the entire issue referred to under 1/ above, the Board of Directors may:
 - o limit the total issue value to the amount of the subscriptions, on the understanding that, in the event of issuing shares of common stock or securities giving access to capital stock where the primary security is a share, subscriptions must amount to at least three quarters of the resolved issue value for this limitation to be valid;
 - o distribute any or all unsubscribed securities at its own discretion;
- h) hereby resolve to grant the Board of Directors, within the limits set out above, with the option to further delegate, the necessary powers to exercise this authorization including, specifically, to set the issue terms and conditions, and, if applicable, record the completion of the share issues arising therefrom, amend the bylaws accordingly, decide or not, at its sole discretion, to charge the cost of share issues against any premium on issue related thereto and deduct from this value the amount required to increase the statutory reserve to one-tenth of the new capital stock after each share issue, and generally take all steps that are necessary;
- i) take note that this authorization cancels any prior authorization having the same purpose.

Fourteenth Resolution - Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities without preferential subscription rights via an offer as referred to in Article L. 411-2 1° of the French Monetary and Financial Code

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129-2, L. 225-136 and L. 228-92:

- a) hereby delegate to the Board of Directors their power to issue, on one or more occasions, in such proportions and at such times as it shall see fit, both in France and abroad, via an offer as referred to in Article L. 411-2 1° of the French Monetary and Financial Code, in euros or foreign currency or in any other unit established by reference to a basket of currencies:
 - o shares of common stock, and/or

- equity securities giving access to other equity securities or giving entitlement to debt securities, and/or
- securities giving access to future equity securities.

In accordance with Article L. 228-93 of the French Commercial Code, future securities may entitle holders to equity securities to be issued by the Company and/or by any company which directly or indirectly owns more than half of the Company's capital stock or in which the Company directly or indirectly owns more than half of the capital stock;

- b) hereby set the term of this authorization at twenty-six months from the date of this general meeting;

The total par value of the shares of common stock to be issued under this authorization shall not exceed €1,400,000, it being specified that the total par value will be further limited to 20% of capital stock per year.

The par value of any shares of common stock issued in the future to safeguard the rights of holders of securities giving access to the Company's capital stock shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments.

This cap is independent of all other caps under other resolutions of this general meeting;

The par value of the debt securities which may be issued pursuant to this authorization may not exceed €50 million.

This cap is independent of all other caps under other resolutions of this general meeting;

- c) hereby resolve to remove the preferential subscription right of shareholders to shares of common stock and securities giving access to capital stock and/or debt securities covered in this resolution;
- d) hereby resolve that the sum payable to the Company for all shares of common stock issued under this authorization, after taking into account the issue price of any standalone equity warrants issued, will be no less than the applicable statutory and regulatory minimum as of the date when the Board of Directors implements the authorization;
- e) hereby resolve that if the subscriptions do not account for the entire issue referred to under 1/ above, the Board of Directors may:
- limit the total issue value to the amount of the subscriptions, on the understanding that, in the event of issuing shares of common stock or securities giving access to capital stock where the primary security is a share, subscriptions must amount to at least three quarters of the resolved issue value for this limitation to be valid;
 - distribute any or all unsubscribed securities at its own discretion;
- f) hereby resolve to grant the Board of Directors, within the limits set out above, with the option to further delegate, the necessary powers to exercise this authorization including, specifically, to set the issue terms and conditions, and, if applicable, record the completion of the share issues arising therefrom, amend the bylaws accordingly, decide or not, at its sole discretion, to charge the cost of share issues against any premium on issue related thereto and deduct from this value the amount required to increase the statutory reserve to one-tenth of the new capital stock after each share issue, and generally take all steps that are necessary;
- g) take note that this authorization cancels any prior authorization having the same purpose.

Fifteenth Resolution - Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities without preferential subscription rights, to a specific category of beneficiaries

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129-2, L. 225-129-4, L. 225-135, L. 225-138 and L. 228-92:

- a) hereby delegate to the Board of Directors their power to increase the capital stock, on one or more occasions, in such proportions and at such times as it shall see fit, both in France and abroad, by issuing, in euros or foreign currency or in any other unit established by reference to a basket of currencies:
- shares of common stock, and/or
 - equity securities giving access to other equity securities or giving entitlement to debt securities, and/or
 - securities giving access to future equity securities.

In accordance with Article L. 228-93 of the French Commercial Code, future securities may entitle holders to other equity securities to be issued by the Company and/or by any company which directly or indirectly owns more than half of the Company's capital stock or in which the Company directly or indirectly owns more than half of the capital stock.

- b) hereby set the term of this authorization at eighteen months from the date of this general meeting;
- c) The total par value of share issues completed under this authorization shall not exceed €1,400,000.

The par value of any shares of common stock issued in the future to safeguard the rights of holders of securities giving access to the Company's capital stock shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments.

This cap is independent of all other caps under other resolutions of this general meeting;

The total par value of debt securities issued by the Company may not exceed €50 million.

This cap is independent of all other caps under other resolutions of this general meeting;

- d) hereby resolve to remove the shareholders' preferential subscription right to the shares covered by this resolution in favor of the following category of beneficiaries: French or foreign legal entities (including holding companies, entities, investment firms, mutual funds and group savings funds) or individuals, each having the status of qualified investor (as defined by Article L. 411-2 1° of the French Monetary and Financial Code) and regularly investing in listed companies operating in the handling, robotics or logistics sector, subject to a minimum individual subscription of €100,000 or an equivalent amount per transaction and a number of investors limited to 50. The Board of Directors shall draw up a precise list of the beneficiaries included in this category and the number of shares to be issued to each one.
- e) hereby note that this authorization requires the shareholders to waive their preferential subscription rights to Company shares that may be issued;
- f) hereby resolve that the issue price for the shares issued under this authorization shall be set by the Board of Directors and shall be at least equal to the average listed share price over five consecutive days chosen from among the 30 trading sessions immediately preceding the setting of the issue price, less a discount of up to 10%

- where applicable, taking the date of issuance into account where applicable, on the understanding that the issue price of any securities giving access to the capital issued pursuant to this resolution shall be equal to the amount received immediately by the Company, where applicable, plus the amount liable to be received by the Company upon exercise or conversion of said securities, or, for each share issued as a result of the issue of said securities, at least equal to the aforementioned minimum amount,
- g) hereby resolve that if the subscriptions do not account for the entire issue referred to under paragraph a) above, the Board of Directors may:
- limit the total issue value to the amount of the subscriptions, on the understanding that, in the event of issuing shares of common stock or securities giving access to capital stock where the primary security is a share, subscriptions must amount to at least three quarters of the resolved issue value for this limitation to be valid;
 - distribute any or all unsubscribed securities at its own discretion;
- h) hereby resolve to grant the Board of Directors, within the limits set out above, with the option to further delegate, the necessary powers to exercise this authorization including, specifically, to:
- set the amount of the share issue, the issue price and any issue premium that may be requested at time of issue,
 - set the dates, terms and conditions of all issues as well as the form and characteristics of the shares or securities giving access to the capital to be issued,
 - set the date of issuance, which may be retrospective, of the shares or securities giving access to the capital to be issued and the manner in which they are to be paid up,
 - draw up the list of beneficiaries included in the category of aforementioned persons and the number of shares to be granted to each one,
 - at its sole discretion and at such time as it shall see fit, charge the costs, levies and fees related to the share issues carried out through exercise of the authority granted under this resolution against the amount of premiums related to said transactions and deduct the amount required to increase the statutory reserve to one-tenth of the new capital stock from the amount of said premiums after each transaction,
 - record the completion of each share issue and amend the bylaws as required,
 - in general, enter into any agreement required, in particular, for the successful completion of the planned issues,
 - take all steps and complete all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization and for the exercise of the related rights,
 - take all decisions required to ensure the admission of the shares and securities thereby issued to trading on any market on which the Company's shares might be admitted to trading.

Sixteenth Resolution - Procedures for setting the subscription price when issuing shares without preferential subscription rights capped at 10% of capital stock per year

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and in accordance with Article L. 225-136-1, paragraph 2, of the French Commercial Code, hereby authorize the Board of Directors having decided to issue shares of common stock or securities giving access to capital stock under the thirteenth, fourteenth and fifteenth resolutions to deviate from the price setting requirements

specified in said resolutions and, subject to a maximum 10% of capital stock per year, to set the issue price of future fungible equity securities as follows:

At the discretion of the Board of Directors, the issue price of the fungible equity securities to be issued immediately or subsequently may not be less than:

- either the weighted average share price of the last three trading sessions preceding the share price determination less a potential maximum 15% discount,
- or the average share price over five consecutive trading sessions selected from the last thirty sessions preceding the share price determination less a potential maximum 10% discount.

Seventeenth Resolution - Authorization to increase the issue amount in the event of over-subscription

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report:

- a) hereby resolve that, for each issue of shares of common stock or securities giving access to capital stock under the thirteenth, fourteenth and fifteenth resolutions, the number of securities to be issued may be increased under conditions laid down in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and subject to a cap set by the general meeting, in the event of over-subscription recognized by the Board of Directors.
- b) hereby set the term of this authorization at twenty-six months from the date of this general meeting.

Eighteenth Resolution - Authorization to be granted to the Board of Directors to increase capital stock by issuing shares of common stock and/or securities giving access to capital stock without preferential subscription rights to members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and pursuant to Articles L. 225-129-4, L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

- a) Hereby authorize the Board of Directors, if it deems appropriate and at its sole discretion, to increase capital stock on one or more occasions by issue of Company common shares or securities giving access to future equity securities of the Company to members of one or more company or group savings plans set up by the Company and/or its French or foreign related companies pursuant to Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
- b) cancel, in favor of such persons, the preferential subscription right for shares that may be issued pursuant to this authorization;
- c) hereby set the term of this authorization at twenty-six months from the date of this general meeting;
- d) cap the par value of any capital increases carried out under this authorization at 3% of post-issue capital stock as of the date when the Board of Directors decides to carry out this increase, said cap being independent of all other authorized capital increase caps. Where applicable, the additional amount of common shares issued in the future to safeguard the rights of holders of securities giving access to the Company's capital stock shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments;

- e) hereby resolve, pursuant to paragraph 1) of this authorization, that the future share price may not vary, up or down, by more than 30%, or 40% when the plan lock-in period in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is at least ten years, from the average opening share price during the twenty trading sessions preceding the Board of Directors' decision to increase the capital and issue shares accordingly;
- f) hereby resolve, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allot free of charge future or existing shares, or securities giving access to the Company's future or existing capital stock, to the beneficiaries specified in paragraph 1) above, in order to (i) provide an employer contribution pursuant to regulations governing company or group savings schemes, and/or (ii) provide for a discount if appropriate;
- g) take note that this authorization cancels any prior authorization having the same purpose.

The Board of Directors may or may not implement this authorization, take all steps and carry out any necessary formalities, with the option to further delegate same.

Nineteenth Resolution - Authorization to be granted to the Board of Directors to issue equity warrants ("BSA"), warrants to subscribe for and/or purchase new and/or existing shares ("BSAANE") and/or redeemable warrants to subscribe for and/or purchase new and/or existing shares ("BSAAR") without preferential subscription rights, to a specific category of persons

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and in accordance with Articles L. 225-129-2, L. 225-129-4, L. 225-138 and L. 228-91 of the French Commercial Code:

- a) hereby delegate to the Board of Directors their power, on one or more occasions, in such proportions and at such times as it shall see fit, both in France and abroad, to issue equity warrants ("BSA"), warrants to subscribe for and/or purchase new and/or existing shares ("BSAANE") and/or redeemable warrants to subscribe for and/or purchase new and/or existing shares ("BSAAR"), without preferential subscription rights, to a specific category of persons;
- b) hereby set the term of this authorization at eighteen months from the date of this general meeting;
- c) Hereby resolve that the total par value of the shares to which the holders of warrants issued under this authorization shall be entitled may not exceed €290,000. The par value of any shares of common stock issued in the future to safeguard the rights of holders of BSAs, BSAANEs and/or BSAARs shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments. This cap is independent of all other caps under other resolutions of this general meeting;
- d) Hereby resolve that the subscription and/or purchase price of shares to which warrant holders shall be entitled, after taking account of the warrant issue price, shall be no less than the average closing price of the ID Logistics Group share weighted by volume for the forty trading sessions preceding the date of the decision to issue the warrants.
- e) hereby resolve to cancel the shareholders' preferential subscription right to future BSAs, BSAANEs and BSAARs in favor of the following category of persons: corporate officers and/or employees of the Company and/or of a Company subsidiary, as defined under Article L. 233-3 of the French Commercial Code;
- f) note that this authorization requires the shareholders to waive their preferential subscription right to Company shares that may be issued to BSA, BSAANE and/or BSAAR warrant holders on exercise;

- g) hereby resolve that if the subscriptions do not account for an entire issue of BSAs, BSAANEs and/or BSAARs, the Board of Directors may:
 - limit the total issue value to the amount of the subscriptions;
 - distribute any or all unsubscribed BSAs, BSAANEs and/or BSAARs at its own discretion among the aforementioned category of persons;
- h) hereby resolve that the Board of Directors will have all necessary powers, with the option to further delegate, under statutory conditions and as stated above, to issue BSAs, BSAANEs and/or BSAARs and:
 - determine the specific list of beneficiaries within the aforementioned category of persons, the type and number of warrants to be granted to each beneficiary, the number of shares corresponding to each warrant, the warrant issue price and the subscription and/or purchase price of the shares to which warrant holders are entitled under the conditions set out above, where the issue price for the warrants shall be determined in accordance with market conditions and expert valuation, warrant subscription and exercise conditions and deadlines, their adjustment procedures, and generally determine all issue terms and conditions;
 - draw up a supplementary report describing the final terms of the issue;
 - purchase the requisite shares under the share buyback program and assign them to the warrant plan;
 - carry out the share issue arising from the exercise of BSAs, BSAANEs and/or BSAARs and amend the bylaws accordingly;
 - on its sole initiative, charge the costs of the share issues against any related premium on issue and deduct from this value the amount required to increase the statutory reserve to one-tenth of the new capital stock after each share issue;
 - sub-delegate to the Chief Executive Officer powers required to carry out the share issue and comply with the applicable limits, in accordance with any procedures determined in advance by the Board of Directors;
 - and generally do everything that is necessary in such matters.

The general meeting takes note that this authorization cancels any prior authorization having the same purpose.

Twentieth Resolution - Authorization to be granted to the Board of Directors to bring the Company bylaws into compliance with statutory and regulatory provisions

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby grant full powers to the Board of Directors to bring the Company bylaws into compliance with statutory and regulatory provisions, provided that the corresponding amendments are ratified by the next extraordinary general meeting.

Twenty-first Resolution - Amendments to the bylaws to bring them into compliance with the French PACTE law no. 2019-486 of May 22, 2019

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby resolve to amend:

- Article 9 paragraph 5 “Form and registration of shares – Identification of holders” of the Company’s bylaws to bring it into compliance with the provisions of Article L. 228-2 of the French Commercial Code regarding the procedure for identifying shareholders, as follows, with the rest of the article remaining unchanged:
*“Accordingly, the Company may in particular, at any time and in accordance with applicable statutory and regulatory provisions, request **either** the central custodian*

holding the securities issue account or, directly, one or more intermediaries as referred to in Article L. 211-3 of the French Monetary and Financial Code (subject to payment of remuneration by the Company) to provide it with the information required by law on the holders of securities carrying an immediate or future voting right at its shareholders' meetings, as well as the number of securities held by each of them and, if any, the restrictions affecting such securities."

- Article 12 paragraph 1 "Board of Directors" of the Company's bylaws to bring it into compliance with Article L. 225-35 of the French Commercial Code by supplementing the definition of the Board's powers, as follows, with the rest of the article remaining unchanged:

"The Board of Directors sets the direction of the Company's business and ensures the implementation thereof, in accordance with the Company's interests, taking into account the social and environmental implications of its business. Subject to the powers expressly reserved for general meetings of shareholders and subject to the corporate purpose, it addresses any matters pertaining to the efficient running of the Company and, by way of voting, settles matters concerning the Company."

- Article 16 paragraphs 1 and 2 "Directors' remuneration" of the Company's bylaws to bring it into compliance with Article L. 225-45 of the French Commercial Code by replacing the term "directors' fees" with "remuneration", as follows, with the rest of the article remaining unchanged:

"The shareholders' meeting may award remuneration, the amount of which shall be recorded as operating expenditure of the Company and remains applicable until otherwise resolved by the shareholders' meeting.

The Board of Directors determines the distribution of this remuneration between the directors in accordance with the conditions laid down by applicable statutory and regulatory provisions"

- Article 16 bis paragraph 6 "Board advisors" of the Company's bylaws to bring it into compliance with Article L. 225-45 of the French Commercial Code by replacing the term "directors' fees" with "remuneration", as follows, with the rest of the article remaining unchanged:

"They may receive remuneration, which shall be deducted from the amount of remuneration awarded to the members of the Board of Directors."

- Article 20.2 paragraph 3 "General meetings" of the Company's bylaws to bring it into compliance with Article L. 225-45 of the French Commercial Code by replacing the term "directors' fees" with "remuneration" and replacing the point "it sets the amount of directors' fees to be paid to Board members" with "*it sets the amount of remuneration awarded to Board members*", with the rest of the article remaining unchanged.

- Article 18 paragraph 4 "Regulated agreements" of the Company's bylaws to bring it into compliance with Article L. 225-40 of the French Commercial Code by revising the procedure for authorizing regulated agreements, as follows, with the rest of the article remaining unchanged:

"The person having a direct or indirect interest is required to notify the Board of Directors as soon as such person becomes aware of an agreement requiring authorization. The interested person may not take part in Board voting or discussion regarding the authorization requested. These agreements are authorized in accordance with the conditions laid down by law."

Twenty-second Resolution - Amendment to Article 15 of the bylaws "Structure, meetings and voting of the Board of Directors" to bring it into compliance with the Soilhi law no. 2019-744 of July 19, 2019 in order to enable the Board of Directors to adopt certain decisions by written consultation

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby resolve to amend Article 15.2 paragraph 3 "Structure, meetings and voting of the Board of Directors" of the Company's bylaws to bring it into compliance with Article L. 225-37 of the French Commercial Code as follows, with the rest of the article remaining unchanged:

*"The meeting shall be held either at the head office or at any other venue indicated in the notice. **Notwithstanding, the Board may adopt the decisions provided for by applicable regulations by written consultation.** The notice of the meeting may be made by any means, even verbally. All notices must state the main issues on the agenda."*

Twenty-third Resolution - Amendment to Article 25 of the bylaws "Quorum - Voting - Number of votes" to bring it into compliance with the Soilihi law in order to count only the votes cast at the ordinary and extraordinary general meeting

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby resolve to amend Article 25 paragraphs 7 and 9 of the bylaws "Quorum - Voting - Number of votes" to bring it into compliance with Articles L. 225-96 and L. 225-98 of the French Commercial Code as follows, with the rest of the article remaining unchanged:

*"It adopts resolutions by a majority of the votes **cast by** the shareholders in attendance or represented, including shareholders voting by post."*

*"It adopts resolutions by a two-thirds majority of the votes **cast by** the shareholders in attendance or represented, including shareholders voting by post."*

Twenty-fourth Resolution - Powers for formalities

The shareholders at the general meeting hereby grant full powers to the bearer of a copy or excerpt of the minutes of this meeting to complete all filing and publication formalities required by law.

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